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Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
	:
-----X	

**NOTICE OF DEBTORS' MOTION FOR AN ORDER PURSUANT TO SECTION  
365 OF THE BANKRUPTCY CODE APPROVING THE  
ASSUMPTION OR REJECTION OF OPEN TRADE CONFIRMATIONS**

PLEASE TAKE NOTICE that a hearing on the annexed Motion of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtor, Lehman Commercial Paper Inc. ("LCPI," and together with LBHI, the "Debtors"), for entry of an order approving the assumption or rejection of certain open trade confirmations, all as more fully described in the Motion, will be held before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court"), on **December 3, 2008 at 10:00 a.m. (Prevailing Eastern Time)** (the "Hearing").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure (the "Bankruptcy

Rules”) and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court’s case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with two hard copies delivered directly to Chambers), and shall be served upon: (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Jacqueline Marcus, Esq., attorneys for the Debtors; (iii) the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), 33 Whitehall Street, 21st Floor, New York, New York 10004 Attn: Andy Velez-Rivera, Paul Schwartzberg, Brian Masumoto, Linda Riffkin, and Tracy Hope Davis; (iv) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Dennis O’Donnell, Esq., and Evan Fleck, Esq., attorneys for the official committee of unsecured creditors appointed in these cases; and (v) any person or entity with a particularized interest in the Motion, so as to be received no later than **November 28, 2008 at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if an objection to the Motion is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: November 14, 2008  
New York, New York

/s/ Jacqueline Marcus  
Jacqueline Marcus

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**UNITED STATES BANKRUPTCY COURT  
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In re	: Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
Debtor.	:
	: -----X

**DEBTORS' MOTION FOR AN ORDER PURSUANT TO SECTION 365  
OF THE BANKRUPTCY CODE APPROVING THE  
ASSUMPTION OR REJECTION OF OPEN TRADE CONFIRMATIONS**

TO THE HONORABLE JAMES M. PECK,  
UNITED STATES BANKRUPTCY JUDGE:

1. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtor, Lehman Commercial Paper Inc. ("LCPI"), as debtors and debtors in possession (together, the "Debtors") and, collectively with their debtor and non-debtor affiliates, "Lehman"), file this Motion and respectfully represent:

**Background**

2. Commencing on September 15, 2008 and periodically thereafter (as applicable, the "Commencement Date"), LBHI and certain of its subsidiaries, including LCPI, commenced with this Court voluntary cases under chapter 11 of title 11 of the

United States Code (the “Bankruptcy Code”). The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On September 17, 2008, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”).

4. On September 19, 2008, a proceeding was commenced under the Securities Investor Protection Act of 1970 (“SIPA”) with respect to Lehman Brothers Inc. (“LBI”). A trustee appointed under SIPA is administering LBI’s estate.

### **Jurisdiction**

5. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Lehman’s Business**

6. Prior to the events leading up to these chapter 11 cases, Lehman was the fourth largest investment bank in the United States. For more than 150 years, Lehman has been a leader in the global financial markets by serving the financial needs of corporations, governmental units, institutional clients and individuals worldwide.

7. Additional information regarding the Debtors’ businesses, capital structures, and the circumstances leading to these chapter 11 filings is contained in the

Affidavit of Ian T. Lowitt Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Motions and Applications, filed on September 15, 2008 [Docket No. 2].

**Preliminary Statement**

8. Prior to the Commencement Date, the Debtors were active in the secondary loan market. In this capacity, the Debtors purchased and sold both par and distressed commercial loans. The Debtors' prepetition trades were reflected in various oral and written trade confirmations (the "Trade Confirmations"). Generally, each Trade Confirmation represented a binding agreement to purchase or sell positions in par or distressed loans, participations in par or distressed loans, or claims against third parties at an agreed upon price. Such transactions were generally consummated and settled over the next several weeks upon execution by both parties of formal transfer documentation and payment by the purchaser of the applicable purchase price.

9. As of the Commencement Date, the Debtors had entered into, but had not yet consummated and settled, hundreds of Trades Confirmations, many of which remain pending (the "Open Trade Confirmations").

10. The Open Trade Confirmations are executory contracts subject to assumption or rejection under section 365 of the Bankruptcy Code.

11. On October 17, 2008, a group of counterparties to certain of LCPI's Open Trade Confirmations (the "Movant Counterparties") filed a Motion for an Order Compelling Lehman Commercial Paper Inc. to Assume or Reject Executory Contracts Pursuant to Sections 105(d)(2)(A) and 365(d)(2) of the Bankruptcy Code [Docket No. 1117 in Case No. 08-13555] (the "Motion to Compel"), in which the Movant

Counterparties sought an order compelling LCPI to assume or reject certain Open Trade Confirmations prior to November 7, 2008. Joinders to the Motion to Compel were filed by Blackrock Financial Management, Inc. [Docket No. 1258] and by JPMorgan Chase Bank, N.A. [Docket No. 1265] on October 29, 2008. LBHI was not a subject of the Movant Counterparties' Motion to Compel. However, many parties to Open Trade Confirmations with LBHI have requested that LBHI also make a prompt determination regarding the treatment of its Open Trade Confirmations.

12. On October 31, 2008, the Debtors entered into a Stipulation and Agreed Order Resolving Motion to Compel (the "Original Stipulation") with the Movant Counterparties, pursuant to which the Debtors agreed, *inter alia*, (i) to notify counterparties to all Open Trade Confirmations (each a "Counterparty," and collectively, the "Counterparties") whether the Debtors would seek to assume, assume and assign, or reject such Open Trade Confirmations by November 7, 2008 (the "Notification Deadline"), (ii) to file with the Court a motion to assume, assume and assign, or reject such Open Trade Confirmations on or before November 16, 2008, and (iii) to request that such motion be heard by the Court at the Omnibus Hearing currently scheduled for December 3, 2008.

13. At the time the Debtors entered into the Original Stipulation, they believed they would be able to notify all Counterparties of their intentions with respect to the Open Trade Confirmations on or before the Notification Deadline. On November 4, 2008, however, the Debtors determined that they need additional time with respect to 49 of the Open Trade Confirmations (the "Second Group of Trades"). The Movants and the Debtors thus entered into a revised stipulation (the "Revised Stipulation"), pursuant to

which they modified the terms of the Original Stipulation to provide that the Debtors would have additional time to determine how they wish to proceed with regard to the Second Group of Trades. Specifically, the Revised Stipulation provides that the Debtors shall notify applicable Counterparties of the Debtors' determination as to the Second Group of Trades on or before December 5, 2008 (the "Second Notification Deadline"), shall file a motion to assume, assume and assign, or reject the Second Group of Trades on or before December 15, 2008, and shall request that such motion be heard at the first Omnibus Hearing scheduled in January, 2009, which is currently scheduled for January 14, 2009.

14. The Revised Stipulation was approved by the Court on November 5, 2008 [Docket No. 4000].

#### **Relief Requested**

15. The Debtors respectfully request, pursuant to section 365(a) of the Bankruptcy Code, Rule 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 6006-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), an order approving: (i) the assumption of the Open Trade Confirmations set forth on Exhibit A annexed hereto (the "Assumed Trades"), (ii) the rejection of the Open Trade Confirmations set forth on Exhibit B annexed hereto (the "Rejected Trades"), and (iii) the modification of the Trades set forth on Exhibit C annexed hereto (the "Amended Trades") and the assumption of the Amended Trades, as modified.

16. Neither of the Debtors is in monetary default under any Assumed Trade or Amended Trade. The Debtors seek entry of an order finding that there are no cure

amounts owed with respect to any Assumed Trade or Amended Trade and that the Debtors have provided all Counterparties to such trades with adequate assurance of future performance.

17. In addition, the Debtors seek entry of an order providing that no Counterparty shall be entitled to assert or take any act to exercise a right to set off any prepetition claim that it might have against either Debtor, including, without limitation, claims for damages arising from the rejection of a Rejected Trade, against any obligation to the Debtors under any Assumed Trade or Amended Trade.

**The Relief Requested is in the Best Interests  
of the Debtors and their Estates and Creditors**

18. Section 365(a) of the Bankruptcy Code empowers a debtor in possession, “subject to the court’s approval, [to] assume or reject any executory contracts or unexpired leases of the debtor.” 11 U.S.C. § 365(a). In determining whether to approve the assumption or rejection of executory contracts and leases of the debtor, courts apply the “business judgment” standard. *See Nostas Assocs. v. Costich (In re Klein Sleep Prods., Inc.)*, 78 F.3d 18, 25 (2d Cir. 1996); *Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.)*, 4 F.3d 1095, 1099 (2d Cir. 1993). “More exacting scrutiny would slow the administration of the debtor’s estate and increase its cost, interfere with the Bankruptcy Code’s provision for private control of administration of the estate, and threaten the court’s ability to control a case impartially.” *Richmond Leasing Co. v. Capital Bank, N.A.*, 762 F.2d 1303, 1311 (5th Cir. 1985).

19. The Debtors believe the relief requested herein reflects a sound exercise of business judgment because the proposed treatment of the Open Trade Confirmations will maximize the recovery to be realized on behalf of the Debtors' estates.

20. Specifically, most of the Assumed Trades are transactions in which the applicable Debtor was a seller. Because most of the Assumed Trades were entered into during the period from April through mid-September, 2008, the terms provided in such trade confirmations are more favorable than what would be available in today's market. Thus, the Debtors will realize a greater recovery as a result of assumption of the Assumed Trades than they would through sale of such loan positions on the open market, based on current market prices. Accordingly, the Debtors' proposed assumption of the Assumed Trades reflects an exercise of sound business judgment.

21. Conversely, most of the Rejected Trades are transactions in which the applicable Debtor was a buyer. The same market gyrations that render the "sell" trades favorable to the Debtors, render the "buy" trades inimical to the best interests of the Debtors' estates. Specifically, the Debtors can likely purchase loan positions today at significantly lower prices than the prevailing market prices that existed prior to September 15, 2008. In addition, inasmuch as the Debtors are engaged in an orderly liquidation of their businesses, they simply have no need for some of the loan inventory that was to have been acquired under the Rejected Trades. Finally, because the Rejected Trades are "out of the money," they cannot be assumed and assigned to a third party for a profit. The Debtors' proposed rejection of the Rejected Trades thus reflects the Debtors' exercise of sound business judgment.

22. The third category of Open Trade Confirmations is comprised of “buy” trades as to which the Debtors have been able to negotiate consensual modifications to reduce the price payable by the applicable Debtor party thereto and/or the trade amount. Such Amended Trades make sense from the point of view of the Counterparty, because the Counterparty is selling at a price that is lower than the amount set forth in the original Trade Confirmation, but is somewhat greater than today’s market price. From the Debtors’ point of view, the Amended Trades make sense, because (i) the Debtors need the inventory to complete open “sell” trades, and (ii) while the Debtors may be paying slightly more than the current market price, they are also being relieved of the rejection damage claims that might otherwise result from rejection of the Amended Trades. Accordingly, the Debtors believe that the proposed modification of the Amended Trades and assumption thereof represents net value to be gained on behalf of the Debtors’ estates and constitutes a sound exercise of business judgment.

23. Based upon the foregoing, the Debtors submit that the proposed assumption of the Assumed Trades, rejection of the Rejected Trades, and modification and assumption of the Amended Trades should be approved as being in the best interests of the Debtors and their estates, their creditors and all parties in interest.

**Setoff By Counterparties of Prepetition Claims Against  
Their Obligations Under Assumed Trades is Impermissible**

24. In making a determination to assume certain Open Trade Confirmations, the Debtors are expecting and requiring Counterparties who are obligated on “buy” trades to pay the purchase price provided for therein in cash, upon settlement of the respective trades. The Debtors anticipate, however, that one or more Counterparties may seek to

assert setoff rights upon settlement of the Assumed Trades.<sup>1</sup> If such setoff were permitted, the Debtors would lose a substantial portion of the benefit to be derived from assumption of the Assumed Trades.

25. Section 553 of the Bankruptcy Code provides, in pertinent part:

Except as otherwise provided in this section and in sections 362 and 363 of this title, this title does not affect any right of a creditor to offset a mutual debt owing by such creditor to the debtor that arose before the commencement of the case under this title against a claim of such creditor against the debtor that arose before the commencement of the case . . . .

26. It is well-established that in order for a setoff to be permissible, there must be mutuality of obligations. *See* 11 U.S.C. § 553; *In re Shoppers Paradise, Inc.*, 8 B.R. 271, 277 (Bankr. S.D.N.Y. 1980). Thus, although prepetition obligations may be setoff against prepetition obligations and postpetition obligations against postpetition obligations, “[t]raditionally, there has been no crossover of claims because the debtor and the debtor-in-possession are two separate and distinct entities which act in different capacities pre-and post-petition.” *In re Genuity*, 323 B.R. 79, 82 (Bankr. S.D.N.Y. 2005) (citing *Shopmen’s Local 455 v. Kevin Steel Products, Inc.*, 519 F.2d 698, 704 (2d Cir. 1975)); *Shoppers Paradise, Inc.*, 8 B.R. at 279.

27. The burden lies with the party seeking setoff to prove its right to do so and, thus, to establish the requisite mutuality. *See Official Comm. of Unsecured Creditors v. Mfrs. and Traders Trust Co. (In re the Bennett Funding Group, Inc.)*, 212 B.R. 206, 212 (B.A.P. 2d Cir. 1997), *aff’d*, 146 F.3d 136 (2d. Cir. 1998). Moreover,

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<sup>1</sup> Setoff is not an issue with respect to the Amended Trades because, in agreeing to the terms of the Amended Trades, the Counterparties thereto have agreed not to set off the decrease in price payable by the Debtor against their payment obligations to the Debtors arising from other Open Trade Confirmations.

mutuality is strictly construed against the party seeking the right of setoff. *See Bennett Funding*, 212 B.R. at 212 (“A narrow interpretation of mutuality ensures that setoff is allowed only in situations in which the equitable considerations are the strongest.”) (quoting with approval *In re Ionosphere Clubs, Inc.* 164 B.R. 839, 843 (Bankr. S.D.N.Y. 1994).

28. In the instant case, some of the alleged setoff claims would arise from the rejection of the Rejected Trades, which in accordance with section 365(g)(1) of the Bankruptcy Code “constitutes a breach of such contract . . . immediately before the date of the filing of the petition.” Pursuant to section 502(g), a claim arising from the rejection of an executory contract shall be determined, and shall be allowed or disallowed, “the same as if such claim had arisen before the date of the filing of the petition.” In other words, rejection of the Rejected Trades will create a prepetition unsecured claim against the relevant Debtor’s estate. *See, e.g., In re Communications Dynamics, Inc.*, 382 B.R. 219, 232 (Bankr. D. Del 2008); *Frank v. Benzel Bretzel Bakery (In re Clintondale Mills, Inc.)*, 216 B.R. 742, 746 (Bankr. M.D. Pa. 1998); *Express Freight Lines, Inc. v. Kelly (In re Express Freight Lines, Inc.)*, 130 B.R. 288, 291–92 (Bankr. E.D. Wis. 1991); *In re Mace Levin Assocs., Inc.*, 103 B.R. 141, 143–44 (Bankr. N.D. Ohio 1989). *But see In re Delta Air Lines*, 341 B.R. 439, 449 (Bankr. S.D.N.Y. 2006) (finding, in a decision that has been criticized by courts and commentators, that rejection claims did not “arise prior to the commencement of the case” for setoff purposes).

29. In stark contrast, the effect of assumption of the Assumed Trades under section 365(a) of the Bankruptcy Code is to require the Counterparty to perform its

obligations on a *postpetition* basis. A corollary to that principle is that any failure by the Debtors to comply with their obligations under an Assumed Trade or an Amended Trade will be treated as postpetition administrative obligations of the Debtors' estates. *See, e.g., Nat'l Labor Relations Bd. v. Bildisco and Bildisco*, 465 U.S. 513 (1984) ("Should the debtor-in-possession elect to assume the executory contract, however, it assumes the contract *cum onere*, and the expenses and liabilities incurred may be treated as administrative expenses, which are afforded the highest priority on the debtor's estate.") (citations omitted). Thus, any purported exercise of a right of setoff would entail the setoff of a prepetition unsecured claim owed by the Debtor (the rejection damage claim), against a postpetition claim owed by the Counterparty to the debtor in possession (the purchase price under the Assumed Trade).

30. Consistent with the foregoing, several courts have found that it is impermissible under section 553 to set off prepetition claims against obligations under assumed contracts. *See, e.g., In re Evatt*, 112 B.R. 405, 415 (Bankr. W.D. Okl. 1989); *In re Walat Farms Inc.*, 69 B.R. 529, 534 (Bankr. E.D. Mich. 1987). *See also* 4 NORTON BANKR. L. & PRAC. 3d § 73:4 (2008) ("[T]he timely postpetition rejection of an executory contract creates a prepetition claim subject to setoff by the operation of the "relation-back" rule of Code § 502(g). By contrast, the assumption of a contract postpetition may give rise to a postpetition obligation that is no longer a mutual debt with a prepetition obligation."). *But see In re Gerth*, 991 F.2d 1428, 1432 (8th Cir. 1993) (finding that government could offset its prepetition claim against its obligation to pay the debtor under an assumed contract); *In re Buckner*, 218 B.B. 137, 145–49 (B.A.P. 10th

Cir. 1998) (government's obligation to make postpetition Conservation Recovery Program payments was a prepetition debt).

31. While courts within the United States Court of Appeals for the Second Circuit have considered related issues, *see, e.g., In re Genuity*, 323 B.R. 79 (Bankr. S.D.N.Y. 2005), this appears to be a case of first impression in this Court. The Debtors submit that the rule adopted by the *Evatt* and *Walat Farms* courts is the better view, and one that reflects due regard for the fundamental distinction between a prepetition unsecured claim and a postpetition administrative obligation.

32. The decision in *In re Genuity*, *supra*, is instructive. In *Genuity*, the debtors argued that prepetition deposits held by counterparties as security deposits for the debtors' obligations should be applied to reduce the amount that the debtors were required to pay as cure costs under assumed contracts. 323 B.R. at 82. In roundly rejecting the debtors' argument, the Court noted the effect of assumption of the executory contracts, finding that "[t]he Debtors' post-petition assumption of their executory contracts transformed the pre-petition claims of the [counterparties] once not cured into new claims arising post-petition." *Id.* (citations omitted) Notably, the Court went on to find:

[T]he court has found that none of the cases it has reviewed . . . addresses what this court deems a crucial factor in denying the pre/post-petition crossover of claims which the Debtors propose: that is that pre-petition dollars and post-petition dollars are considered differently under the Code. Under their plans of reorganization, debtors routinely pay fractional dividends, percentages on the dollar, to their pre-petition unsecured creditors. Post-petition administrative expenses are paid in full, 100¢ on the dollar. *It is not fair, nor is it equitable, to allow the satisfaction of post-petition obligations with fractional dollars, rather than whole ones.*

*Id.*

33. While the facts in the instant case are different than in *Genuity*, in that here the Debtors seek to preclude setoff, the principles are the same -- if the Counterparties were permitted to assert a right of setoff, the Counterparties would effectively be granted administrative expense treatment for their rejection damage claims. See Vincent J. Roldan, *Delta Court Holds Rejection Damages Cannot be Offset Against Prepetition Debt to Debtor*, PRATT'S J. BANKR. L., March 2007, at 3. That is completely inconsistent with sections 365(g) and 502(g) of the Bankruptcy Code and should not be permitted.

34. The narrow construction of section 553 is also consistent with the observation of the United States Court of Appeals for the First Circuit in *In re Public Service of New Hampshire*, 884 F.2d 11 (1st Cir. 1989) in which the Court observed:

As Congress recognized, setoffs work against both the goal of orderly reorganization and the fairness principle because they preserve serendipitous advantages accruing to creditors who happen to hold mutual obligations, thus disfavoring other equally-deserving creditors and interrupting the debtor's cash flow.

*Id.* at 13 (citing H.R. Rep. No. 595, 95th Cong., 2d Sess. 183).

35. Even if Counterparties were able to demonstrate that the literal requirements for setoff have been satisfied, the Debtors request that such setoff be precluded on equitable grounds. As the Bankruptcy Appellate Panel for the Second Circuit noted in *Bennett Funding*:

Once the technical requirements of setoff are satisfied, "the bankruptcy judge must scrutinize the right of setoff in light of the Bankruptcy Code's goals and objectives. These goals include . . . equitable treatment of all creditors." In addition, the right of setoff is within the bankruptcy court's discretion, and it may "invoke equity to bend the rules," if required, to avert injustice.

206 B.R. at 212 (citations omitted). Here, setoff should not be permitted where it would allow parties with claims for rejection damages to receive, in effect, payment in full of such claims, irrespective of the distributions that may ultimately be made to other unsecured creditors and in contravention of the policies underlying sections 365(g) and 502(g) of the Bankruptcy Code.

36. Inasmuch as the requisite mutuality of the proposed setoff is lacking, and for equitable reasons, the Debtors seek entry of an order providing that no Counterparty shall be entitled to assert or take any act to exercise a right to set off any prepetition claim of such Counterparty, whether arising from a Rejected Trade or otherwise, against any obligation to the Debtors under any Assumed Trade or Amended Trade.

37. In the event that the Court determines that such setoff is permissible, however, the Debtors reserve their rights to review Exhibits A, B, and C and, to the extent they deem appropriate, to make revisions thereto.

#### **Reservation of Rights**

38. To the extent that parties to Rejected Trades indicate that they are prepared to make modifications to their Open Trade Confirmations, the Debtors reserve the right to move such Open Trade Confirmations from Exhibit B to Exhibit C prior to the date of the hearing with respect to this Motion.

#### **Notice**

39. No trustee or examiner has been appointed in these chapter 11 cases. The Debtors have served notice of this Motion in accordance with the procedures set forth in the order entered on September 22, 2008 governing case management and administrative procedures for these cases [Docket No. 285] on (i) the U.S. Trustee; (ii) the attorneys for

the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) all parties who have requested notice in these chapter 11 cases; and (v) all Counterparties. The Debtors submit that no other or further notice need be provided.

40. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as it deems just and proper.

Dated: November 14, 2008  
New York, New York

/s/ Jacqueline Marcus  
Jacqueline Marcus

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and Debtors in Possession

**EXHIBIT A**

**ASSUMED TRADES**



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Entity	Deal Name	Customer	Tier/che	B/S	TradeDate	CurrCode	Status
LCPI	PENN NATL GAMING, INC. 10/3/06	WACHOVIA BANK		S	7/19/2008	USD	Assumed
LCPI	PLASTECH ENGINEERED 1ST LIEN (2/12/07)	ELLIOTT ASSOCIATES (MASTER)		S	8/6/2008	USD	Assumed
LCPI	PLASTECH ENGINEERED 1ST LIEN (2/12/07)	ELLIOTT ASSOCIATES (MASTER)		S	9/10/2008	USD	Assumed
LCPI	PLASTECH ENGINEERED 1ST LIEN (2/12/07)	LEVINE LEICHTMAN CAPITAL		S	7/30/2008	USD	Assumed
LCPI	PLASTECH ENGINEERED 2ND LIEN (2/12/07)	ELLIOTT ASSOCIATES (MASTER)		S	8/20/2008	USD	Assumed
LCPI	PLASTECH ENGINEERED 2ND LIEN (2/12/07)	SAKATY CREDIT OPPORTUNITIES		B	8/20/2008	USD	Assumed
LCPI	PQ CORPORATION 1ST LIEN AAR (7/2/08)	BLACKROCK FIN. MGMT (MASTER)		S	7/30/2008	USD	Assumed
LCPI	PQ CORPORATION 1ST LIEN AAR (7/2/08)	SYMPHONY ASSET MANAGEMENT		S	8/21/2008	USD	Assumed
LCPI	PQ CORPORATION 1ST LIEN AAR (7/2/08)	UBS LOAN FINANCE LLC		S	6/9/2008	USD	Assumed
LCPI	QUEBEOR WORLD INC.	BANK OF NOVA SCOTIA		B	4/17/2008	USD	Assumed
LCPI	QUEBEOR WORLD INC.	BANK OF NOVA SCOTIA		B	4/30/2008	USD	Assumed
LCPI	QUEBEOR WORLD INC.	BANK OF NOVA SCOTIA		B	5/1/2008	USD	Assumed
LCPI	QUEBEOR WORLD INC.	CENTEBRIDGE HEDGE		S	7/29/2008	USD	Assumed
LCPI	QUEBEOR WORLD INC.	CITIBANK, N.A. (MASTER)		S	7/29/2008	USD	Assumed
LCPI	QUEBEOR WORLD INC.	DEUTSCHE BANK AG		B	1/23/2008	USD	Assumed
LCPI	QUEBEOR WORLD INC.	HSCC MULTISTRATEG ARBITRAGE FD		S	6/19/2008	USD	Assumed
LCPI	QUEBEOR WORLD INC.	MORGAN STANLEY		S	4/7/2008	USD	Assumed
LCPI	QUEBEOR WORLD INC.	ROYAL BANK OF CANADA		B	6/19/2008	USD	Assumed
LCPI	REALOGY CORP 4.10-07	BRIGADE CAPITAL MGMT (MASTER)		S	8/12/2008	USD	Assumed
LCPI	REGENCY GAS SERVICES LP 4TH AAR 8-15-06	TCW ASSET MGMT NY		S	9/9/2008	USD	Assumed
LCPI	SOLUTION INC TL 2-28-08	CETUS CAPITAL LLC		S	7/29/2008	USD	Assumed
LCPI	SPANISH BROADCASTING - FIRST LIEN	GOLDENTREE 2004 TRUST		S	9/10/2008	USD	Assumed
LCPI	SPANISH BROADCASTING - FIRST LIEN	GOLDENTREE ASSET MANAGEMENT		S	9/10/2008	USD	Assumed
LCPI	SPANISH BROADCASTING - FIRST LIEN	GOLDENTREE ASSET MANAGEMENT		S	9/11/2008	USD	Assumed
LCPI	SPANISH BROADCASTING - FIRST LIEN	GOLDENTREE MULTISTRAT SUBSID		S	9/10/2008	USD	Assumed
LCPI	SPANISH BROADCASTING - FIRST LIEN	GOLDENTREE MULTISTRAT FIN LTD		S	9/10/2008	USD	Assumed
LCPI	SPIEGEL INC	LOEB PARTNERS		S	8/14/2008	USD	Assumed
LCPI	SPIEGEL INC	SCODGIN CAPITAL MGMT (MASTER)		S	8/14/2008	USD	Assumed
LCPI	STAR TRIBUNE CO	OPENHEIMER FUNDS, INC. (MAST)		S	9/11/2008	USD	Assumed
LCPI	SUNCAL - LIBREPL-SUNCAL MASTER LLC	H2 CAPITAL PARTNERS (MASTER)		S	9/15/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	Brevan Howard Master Fund		S	9/3/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	CATALYST INVEST MGMT (MASTER)		S	7/30/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	CREDIT SUISSE ASSET MGMT(MAST)		S	7/30/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	JP MORGAN		S	7/30/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	JP MORGAN WHITEFIARS INC		S	6/5/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	JP MORGAN WHITEFIARS INC		S	6/5/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	JP MORGAN WHITEFIARS INC		S	6/12/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	JP MORGAN WHITEFIARS INC		S	6/6/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	JP MORGAN WHITEFIARS INC		S	6/5/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	LONGACRE MASTER FUND LTD.		S	5/20/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	MONARCH CAPITAL L.P.		S	5/19/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	MONARCH CAPITAL L.P.		S	7/30/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	MORGAN STANLEY		S	7/24/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	PERELLA WEINBERG PARTNERS XMF		S	7/31/2008	USD	Assumed
LCPI	SWIFT TRANSPORTATION (5/10/07)	CREDIT SUISSE ASSET MGMT(MAST)		S	8/19/2008	USD	Assumed
LCPI	TARGUS GROUP INTERNATIONAL, INC.	DEUTSCHE BANK AG		S	10/16/2007	USD	Assumed
LCPI	TECHNICAL OLYMPIC USA (TLOUSA)	DEUTSCHE BANK AG		S	10/18/2007	USD	Assumed
LCPI	THERMO FLUIDS	BLACKROCK GLOBAL FRIT		B	7/14/2008	USD	Assumed
LCPI	THERMO FLUIDS	BLACKROCK LIMITED DURATION INC		B	7/14/2008	USD	Assumed
LCPI	THERMO FLUIDS	BLACKROCK SENIOR INC SRIES III		B	7/14/2008	USD	Assumed
LCPI	THERMO FLUIDS	GRACE BAY HOLDINGS		S	9/2/2008	USD	Assumed
LCPI	TRIUNE COMPANY (60/40) 8 BIT (tranche B term loan)	ROYAL BANK OF CANADA		S	8/28/2008	USD	Assumed
LCPI	TRONOX WORLDWIDE LLC (11/05) (tranche A term loan)	DK ACQUISITION PARTNERS LP		S	8/22/2008	USD	Assumed
LCPI	TRONOX WORLDWIDE LLC (11/05) (tranche A term loan)	DK ACQUISITION PARTNERS LP		S	8/22/2008	USD	Assumed
LCPI	TRONOX WORLDWIDE LLC (11/05) (tranche A term loan)	FALCON CAPITAL PARTNERS LP		S	8/12/2008	USD	Assumed
LCPI	TRONOX WORLDWIDE LLC (11/05) (tranche A term loan)	KINGTHEAD CAPITAL MGMT (MAST)		B	8/27/2008	USD	Assumed
LCPI	TRONOX WORLDWIDE LLC (11/05) (tranche A term loan)	KINGTHEAD CAPITAL MGMT (MAST)		B	8/29/2008	USD	Assumed
LCPI	TRONOX WORLDWIDE LLC (11/05) (tranche A term loan)	MH DAVIDSON		S	8/21/2008	USD	Assumed
LCPI	TRONOX WORLDWIDE LLC (11/05) (tranche A term loan)	MH DAVIDSON		S	8/22/2008	USD	Assumed
LCPI	US AIRWAYS GROUP 03-07	JOHN HANCOCK (MASTER)		S	9/2/2008	USD	Assumed
LCPI	US AIRWAYS GROUP 03-07	SAKATY ADVISORS, INC.		S	8/5/2008	USD	Assumed
LCPI	VEANCE TECHNOLOGIES, INC. (1ST LIEN)	VINCASA CLO LTD		S	9/12/2008	USD	Assumed
LCPI	VISTEON 6.13.06	PENTWATER CAPITAL MANAGMNT MNT		S	9/12/2008	USD	Assumed
LCPI	VISTEON 6.13.06	PENTWATER CAPITAL MANAGMNT MNT		S	9/4/2008	USD	Assumed
LCPI	VNL (VENETIAN MACAU LIMITED) 5/25/06 (6 Yr Term B DD Project)	Tia Chong Bank		S	7/29/2008	USD	Assumed
LCPI	VNL (VENETIAN MACAU LIMITED) 5/25/06 (6 Yr Term B DD Project)	Tia Chong Bank		S	7/30/2008	USD	Assumed
LCPI	VNL (VENETIAN MACAU LIMITED) 5/25/06 (7 Yr Term B Funded Project)	Tia Chong Bank		S	7/29/2008	USD	Assumed
LCPI	WASTE SVCS A&R 4-30-04 (FKA CAP ENVIR)	STATE STREET BANK (SROUSJH)		S	7/30/2008	USD	Assumed
LCPI	WCI COMM. (REV. 6/13/06)	GOLDMAN SACHS CREDIT PARTNER		B	9/10/2008	USD	Assumed
LCPI	WCI COMM. (REV. 6/13/06)	GROSS & CO (MASTER)		B	4/22/2008	USD	Assumed
LCPI	WCI COMM. (REV. 6/13/06)	SPECTRUM INVESTMENT PARTNERS		S	8/4/2008	USD	Assumed
LCPI	WCI COMM. (REV. 6/13/06)	STONE TOWER CAPITAL (MASTER)		B	8/7/2008	USD	Assumed
LCPI	WCI COMM. (REV. 6/13/06)	STONE TOWER CAPITAL (MASTER)		B	1/14/2008	USD	Assumed

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Entity	Deal Name	Customer	Tranche	B/S	Trade Date	Curr Code	Status
LOPIUK	INEOS GROUP LIMITED	PMCO ALLOCATION AC	C1	S	3/7/2008	EUR	Assumed
LOPIUK	KABEL DEUTSCHLAND (12MAY06)	BLUEMOUNTAIN CAPITAL (MASTER)	A	S	7/15/2008	EUR	Assumed
LOPIUK	KABEL DEUTSCHLAND (12MAY06)	BLUEMOUNTAIN CAPITAL (MASTER)	A	S	7/15/2008	EUR	Assumed
LOPIUK	KABEL DEUTSCHLAND (12MAY06)	GOLDMAN SACHS	A	S	6/20/2008	EUR	Assumed
LOPIUK	KABEL DEUTSCHLAND (12MAY06)	NATIXIS	A	S	8/19/2008	EUR	Assumed
LOPIUK	KABEL DEUTSCHLAND AND HODING GMBH PIK	BLUEBAY STRUCTURED FUNDS - HIGH YIELD ENHANCED FUNDS	Pik	S	9/3/2008	EUR	Assumed
LOPIUK	KABEL DEUTSCHLAND AND HODING GMBH PIK	G.A. FUND - L. BOND HIGH YIELD EURO TP	Pik	S	9/3/2008	EUR	Assumed
LOPIUK	KABEL DEUTSCHLAND AND HODING GMBH PIK	INTERPOLIS PENSIONEN GLOBAL HIGH YIELD POOL	Pik	S	9/3/2008	EUR	Assumed
LOPIUK	KABEL DEUTSCHLAND AND HODING GMBH PIK	NEPTOFT FUNDING CORP	Pik	S	7/23/2008	EUR	Assumed
LOPIUK	KABEL DEUTSCHLAND AND HODING GMBH PIK	OCZ ZIF (MASTER)	Pik	S	7/28/2008	EUR	Assumed
LOPIUK	KABEL DEUTSCHLAND AND HODING GMBH PIK	STICHTING BEORIP-PENSIONEN VOOR DE METAALKTRO	Pik	S	9/3/2008	EUR	Assumed
LOPIUK	KABEL DEUTSCHLAND AND HODING GMBH PIK	STICHTING MN SERVICES EUROPEES HIGH YIELD FONDS	Pik	S	9/3/2008	EUR	Assumed
LOPIUK	KABEL DEUTSCHLAND AND HODING GMBH PIK	STICHTING PENSIONENFONDS METAAL EN TECHNIEK	Pik	S	9/3/2008	EUR	Assumed
LOPIUK	KLEOPATRA SENIOR (03JULY07)	OCZ ZIF (MASTER)	Term1 USD	S	12/7/2007	USD	Assumed
LOPIUK	LAVENA MEZZ (2MAR07) PROSIEBENHOLDCO	GREWOLF CAPITAL MGT (MSTR)	Mezzanine	S	7/29/2008	EUR	Assumed
LOPIUK	LAVENA MEZZ (2MAR07) PROSIEBENHOLDCO	KKR TRS HOLDINGS LTD	Mezzanine	S	6/11/2008	EUR	Assumed
LOPIUK	LAVENA MEZZ (2MAR07) PROSIEBENHOLDCO	YARPA	Mezzanine	S	3/4/2008	EUR	Assumed
LOPIUK	LAVENA SENIOR (2 MAR 07) PROSIEBENHOLDCO	FIR TREE PARTNERS (MASTER)	BT	S	4/17/2008	EUR	Assumed
LOPIUK	LAVENA SENIOR (2 MAR 07) PROSIEBENHOLDCO	FIR TREE PARTNERS (MASTER)	BT	S	4/17/2008	EUR	Assumed
LOPIUK	LAVENA SENIOR (2 MAR 07) PROSIEBENHOLDCO	FIR TREE PARTNERS (MASTER)	C1	S	4/17/2008	EUR	Assumed
LOPIUK	LAVENA SENIOR (2 MAR 07) PROSIEBENHOLDCO	FIR TREE PARTNERS (MASTER)	C1	S	4/22/2008	EUR	Assumed
LOPIUK	LAVENA SENIOR (2 MAR 07) PROSIEBENHOLDCO	KKR TRS HOLDINGS LTD	D	S	6/11/2008	EUR	Assumed
LOPIUK	LAVENA SENIOR (2 MAR 07) PROSIEBENHOLDCO	AVENUE INVESTMENTS L.P	Junior Mezzanine	S	7/31/2008	GBP	Assumed
LOPIUK	LIBERATOR JR MEZZ (1006)	BOUSSARD & GAUJAND HOLDING	Euro Mezzanine	S	9/2/2008	GBP	Assumed
LOPIUK	LIBERATOR MEZZ (1006)	BOUSSARD & GAUJAND HOLDING	GBP Mezzanine	S	9/2/2008	GBP	Assumed
LOPIUK	LIBERATOR SENIOR FACILITIES DTD 1006(A)	YORK CAPITAL MANAGEMENT L.P	Revolver	S	9/11/2008	EUR	Assumed
LOPIUK	LIBERATOR SENIOR FACILITIES DTD 1006(A)	BLUEAN EURO-PAN CREDIT OPFS	C1	B	12/19/2007	EUR	Assumed
LOPIUK	LIBERATOR SENIOR FACILITIES DTD 1006(A)	COMMERZBANK AG	C1	S	7/2/2008	EUR	Assumed
LOPIUK	MEPI S A.R.L. & COHTEL S.A (09/07)	MORGAN STANLEY	C1	S	8/29/2008	EUR	Assumed
LOPIUK	MEPI S A.R.L. & COHTEL S.A (09/07)	DEUTSCHE BANK AG LONDON	BT	B	8/29/2008	EUR	Assumed
LOPIUK	MEPI S A.R.L. & COHTEL S.A (09/07)	DEUTSCHE BANK AG LONDON	B2	B	8/29/2008	EUR	Assumed
LOPIUK	MEPI S A.R.L. & COHTEL S.A (09/07)	DEUTSCHE BANK AG LONDON	B3	B	8/29/2008	EUR	Assumed
LOPIUK	MEPI S A.R.L. & COHTEL S.A (09/07)	DEUTSCHE BANK AG	BT	S	5/29/2008	EUR	Assumed
LOPIUK	MOLN.VOKE	DEUTSCHE BANK AG	C1	S	5/29/2008	EUR	Assumed
LOPIUK	MOLN.VOKE	NORDEA BANK	D	S	6/17/2008	EUR	Assumed
LOPIUK	MOLN.VOKE	NORDEA BANK	C1	S	4/15/2008	EUR	Assumed
LOPIUK	NEGGIO HOLDING 3 GMBH	IKB INTERNATIONAL S.A.	B	S	4/15/2008	EUR	Assumed
LOPIUK	NEGGIO HOLDING 3 GMBH	YORK CAPITAL MANAGEMENT L.P	C	S	8/18/2008	EUR	Assumed
LOPIUK	NEGGIO HOLDING 3 GMBH	YORK CAPITAL MANAGEMENT L.P	CAPEX	S	9/11/2008	EUR	Assumed
LOPIUK	NEGGIO HOLDING 3 GMBH	BANC OF AMERICA SECURITIES UK	REVOLVING	S	9/11/2008	EUR	Assumed
LOPIUK	NIT CABLE PLC	CITIBANK N.A. (MASTER)	A	S	9/2/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	CREDIT SUISSE INTERNATIONAL	A	S	9/3/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	INTERMEDIATE CAPITAL GROUP	B6	S	6/23/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	KONIGSTRASE S.A.R.L.	B3	S	8/19/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	MARATHON ASSET MANAGEMENT, LLC	B4	S	12/3/2007	USD	Assumed
LOPIUK	NIT CABLE PLC	MORGAN STANLEY BK INTL LTD	B5	S	4/10/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	MORGAN STANLEY BK INTL LTD	B6	S	4/10/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	PMCO ALLOCATION AC	BT	S	4/24/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	PMCO ALLOCATION AC	B3	S	4/24/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	RAF EURO COO II S.A.	BS	S	9/3/2008	EUR	Assumed
LOPIUK	NIT CABLE PLC	ROYAL MAIL PENSION PLAN	A	S	6/13/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	SCOGGIN CAPITAL MGMT (MASTER)	A	S	6/16/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	SCOGGIN CAPITAL MGMT (MASTER)	B1	S	2/21/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	SCOGGIN CAPITAL MGMT (MASTER)	B2	S	2/21/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	SCOGGIN CAPITAL MGMT (MASTER)	B5	S	2/21/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	SCOGGIN CAPITAL MGMT (MASTER)	B6	S	2/21/2008	GBP	Assumed
LOPIUK	NIT CABLE PLC	SCOGGIN CAPITAL MGT, LP II	B5	S	4/1/2008	GBP	Assumed
LOPIUK	NVCOMED HOLDING AS	BABSON CAPITAL	BT	S	9/3/2008	EUR	Assumed
LOPIUK	NVCOMED HOLDING AS	CITIBANK INTL PLC	C1	S	9/3/2008	EUR	Assumed
LOPIUK	NVCOMED HOLDING AS	CITIBANK INTL PLC	A	S	6/2/2008	USD	Assumed
LOPIUK	NVCOMED HOLDING AS	CITIBANK INTL PLC	BT	S	7/31/2008	EUR	Assumed
LOPIUK	NVCOMED HOLDING AS	CITIBANK N.A. (MASTER)	C1	S	7/31/2008	EUR	Assumed
LOPIUK	NVCOMED HOLDING AS	CITIGROUP GLOBAL MARKETS, INC.	A	S	6/4/2008	USD	Assumed
LOPIUK	NVCOMED HOLDING AS	GOLDMAN SACHS	BT	S	6/17/2008	USD	Assumed
LOPIUK	NVCOMED HOLDING AS	GOLDMAN SACHS	C1	S	6/4/2008	EUR	Assumed
LOPIUK	NVCOMED HOLDING AS	GSO CREDIT OPFORT FUND (HELOS)	BT	S	6/4/2008	EUR	Assumed
LOPIUK	NVCOMED HOLDING AS	GSO CREDIT OPFORT FUND (HELOS)	BT	S	6/4/2008	EUR	Assumed
LOPIUK	NVCOMED HOLDING AS	GSO CREDIT OPFORT FUND (HELOS)	C1	S	6/4/2008	EUR	Assumed
LOPIUK	NVCOMED HOLDING AS	GSO CREDIT OPFORT FUND (HELOS)	C1	S	6/4/2008	EUR	Assumed
LOPIUK	NVCOMED HOLDING AS	GSO CREDIT OPFORT FUND (HELOS)	BT	S	2/11/2008	EUR	Assumed
LOPIUK	NVCOMED HOLDING AS	GSO CREDIT OPFORT FUND (HELOS)	BT	S	2/11/2008	EUR	Assumed
LOPIUK	NVCOMED HOLDING AS	GSO DOMESTIC CAPITAL FUNDING	BT	S	2/11/2008	EUR	Assumed
LOPIUK	NVCOMED HOLDING AS	GSO DOMESTIC CAPITAL FUNDING	BT	S	2/11/2008	EUR	Assumed
LOPIUK	NVCOMED HOLDING AS	GSO DOMESTIC CAPITAL FUNDING	C1	S	2/12/2008	EUR	Assumed

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**EXHIBIT B**

**REJECTED TRADES**

LCPI & LCPI UK  
Rejected

Entry	Deal Name	Customer Name	Tranche	B/S	Trade Date	Curr Code	Status
LCPI	ACTS AERO TECH SUPPORT	ARES ENHANCED LN INV STRAT III		B	9/11/2008	USD	Rejected
LCPI	AGA MEDICAL CORPORATION 4/29/06	OSPREY CDO 2006-1 LTD		B	8/22/2008	USD	Rejected
LCPI	ALLIANCE IMAGING, INC.	GRAND CENTRAL ASSET BDC		B	9/11/2008	USD	Rejected
LCPI	ALLISON TRANSMISSION 3.58N (8/7/07)	FUSION FUNDING LIMITED		S	8/7/2008	USD	Rejected
LCPI	ALTEL CORP (11/16/07) (B-1 facility)	GOLDMAN SACHS CREDIT PARTNER		B	9/4/2008	USD	Rejected
LCPI	ALTEL CORP (11/16/07) (B-2 facility)	KINNEY HILL CREDIT OPP. FUND		S	8/5/2008	USD	Rejected
LCPI	ALTEL CORP (11/16/07) (B-2 facility)	P SCHOENFELD ASSET MANAGEMENT		S	7/23/2008	USD	Rejected
LCPI	ALTEL CORP (11/16/07) (B-2 facility)	SATELLITE SENIOR INCOME FUND		B	7/18/2008	USD	Rejected
LCPI	ALTOS HORROS DE MEXICO - SENS	DE SHAW SECURITIES UK		B	4/27/2007	USD	Rejected
LCPI	AVEIA INC. 2ND A&R 8-14-06	CYPRESS TREE INVEST MGMT		B	6/12/2008	USD	Rejected
LCPI	AVEIA INC. 2ND A&R 8-14-06	CYPRESS TREE INVEST MGMT		B	6/19/2008	USD	Rejected
LCPI	AVEIA INC. 2ND A&R 8-14-06	HIGHLAND CAPITAL MGMT LP		S	5/2/2008	USD	Rejected
LCPI	AVEIA INC. 2ND A&R 8-14-06	HIGHLAND CAPITAL MGMT LP		S	6/3/2008	USD	Rejected
LCPI	AVEIA INC. 2ND A&R 8-14-06	HIGHLAND CAPITAL MGMT LP		S	8/25/2008	USD	Rejected
LCPI	AVEIA INC. 2ND A&R 8-14-06	HIGHLAND CAPITAL MGMT LP		S	8/26/2008	USD	Rejected
LCPI	AVEIA INC. 2ND A&R 8-14-06	MURRAY CAPITAL MGMT (MASTER)		S	7/28/2008	USD	Rejected
LCPI	AVEIA INC. 2ND A&R 8-14-06	RESOLUTION PARTNERS, LLC		B	7/9/2008	USD	Rejected
LCPI	AVEIA INC. 2ND A&R 8-14-06	SEIX INVESTMENT ADVISORS		B	8/25/2008	USD	Rejected
LCPI	BOOZ ALLEN HAMILTON INC. (7/31/08)	CARLYLE HIGH YIELD PRTRNS IX		B	8/4/2008	USD	Rejected
LCPI	BOSTON GENERATING 2ND LIEN	STONEHILL		B	8/5/2008	USD	Rejected
LCPI	BRICKMAN GROUP	SEI INST. INV TR ENHANCED INC		B	9/3/2008	USD	Rejected
LCPI	BUCCYRUS INTERNATIONAL, INC. 5/07	BANK OF MONTREAL		B	9/10/2008	USD	Rejected
LCPI	BUCCYRUS INTERNATIONAL, INC. 5/07	BLACK DIAMOND CLO 2005-1 LTD.		B	9/9/2008	USD	Rejected
LCPI	BUFFETS INC (11/07/06)	PEQUOT CAPITAL MGMT (MASTER)		B	4/22/2008	USD	Rejected
LCPI	BUFFETS INC (11/07/06)	SATELLITE ASSET MGMT (MASTER)		B	4/7/2008	USD	Rejected
LCPI	BUFFETS INC (11/07/06)	SATELLITE ASSET MGMT (MASTER)		B	4/24/2008	USD	Rejected
LCPI	CALPINE CORP EXIT TERM LOAN 01/31/08	FD CENA LOAN FUNDING LLC		B	9/3/2008	USD	Rejected
LCPI	CHOCTAW INVESTORS BV	FARALLON CAPITAL PARTNERS, LP		B	8/6/2008	USD	Rejected
LCPI	CLAIRE'S STORES (5/29/07) Term Loan	POST ADVISORY GROUP (MST)		B	6/16/2008	USD	Rejected
LCPI	CLAIRE'S STORES (5/29/07) Term Loan	POST ADVISORY GROUP (MST)		B	6/17/2008	USD	Rejected
LCPI	CONSOLIDATED CONTAINER CO 2ND LIEN	ALADDIN CLO HOLDING ACCT		B	9/2/2008	USD	Rejected
LCPI	CONSOLIDATED CONTAINER CO 2ND LIEN	BLACKROCK FIN MGMT (MASTER)		B	9/4/2008	USD	Rejected
LCPI	CONSOLIDATED CONTAINER CO 2ND LIEN	BLACKROCK FIN MGMT (MASTER)		B	9/8/2008	USD	Rejected
LCPI	CONSOLIDATED CONTAINER CO 2ND LIEN	HELIOS ADVISORS LLC NEW YORK		S	9/8/2008	USD	Rejected
LCPI	CONSOLIDATED CONTAINER CO 2ND LIEN	ROYAL BANK OF CANADA		B	8/19/2008	USD	Rejected
LCPI	CONSOLIDATED CONTAINER HLDGS 1ST LIEN	ALADDIN CLO HOLDING ACCT		B	9/8/2008	USD	Rejected
LCPI	DANA HOLDING TL(1/31/08)	ORE HILL PARTNERS LLC		B	7/14/2008	USD	Rejected
LCPI	DANA HOLDING TL(1/31/08)	ORE HILL PARTNERS LLC		B	8/19/2008	USD	Rejected
LCPI	DANA HOLDING TL(1/31/08)	PROSPECT MOUNTAIN FUND LIMITED		B	8/5/2008	USD	Rejected
LCPI	DAYCO (MARK IV)	CENTRE PACIFIC (MASTER)		B	8/13/2008	USD	Rejected
LCPI	DAYCO (MARK IV)	OAK HILL ADVISORS L.P (MASTER)		B	7/29/2008	USD	Rejected
LCPI	DAYCO (MARK IV)	SUN CAPITAL		S	6/24/2008	USD	Rejected
LCPI	DAYCO (MARK IV)	SUN CAPITAL		S	6/10/2008	USD	Rejected
LCPI	DAYCO (MARK IV)	SUN CAPITAL		S	8/13/2008	USD	Rejected
LCPI	DAYCO (MARK IV)	SUN CAPITAL		S	3/18/2008	USD	Rejected
LCPI	DELTA AIR LINES 1ST LIEN (4/30/07)	CREDIT SUISSE		B	9/10/2008	USD	Rejected
LCPI	DRESSER, INC. FIRST LIEN CA 5/07	LANDMARK II CDO LIMITED		B	9/8/2008	USD	Rejected
LCPI	EDGEN MURRAY FIRST LIEN CREDIT AGREEMENT	ABP INVESTMENTS US INC MASTER		B	9/4/2008	USD	Rejected
LCPI	EDGEN MURRAY FIRST LIEN CREDIT AGREEMENT	ABP INVESTMENTS US INC MASTER		B	9/9/2008	USD	Rejected
LCPI	EDGEN MURRAY FIRST LIEN CREDIT AGREEMENT	ALADDIN CLO HOLDING ACCT		S	9/8/2008	USD	Rejected
LCPI	EDGEN MURRAY FIRST LIEN CREDIT AGREEMENT	STICHTING PENSIOENFONDS ABP		B	9/8/2008	USD	Rejected
LCPI	ENRON TRADE CLAIM (Hawaii Trust)	FARALLON CAPITAL PARTNERS, LP		B	5/6/2008	USD	Rejected
LCPI	FAIRPOINT COMMUNICATIONS 3-31-08	STICHTING PENSIOENFONDS ABP		B	8/4/2008	USD	Rejected
LCPI	FAIRPOINT COMMUNICATIONS 3-31-08	STICHTING PENSIOENFONDS ABP		B	8/8/2008	USD	Rejected
LCPI	FRONTIER DAILLING 1ST LIEN (A&R 8/13/07)	ALCENTRA INC. (MASTER)		B	9/5/2008	USD	Rejected
LCPI	GENERAL MOTORS CORPORATION (6/16/03)	CITICORP NORTH AMERICA, INC.		S	12/14/2007	USD	Rejected
LCPI	GENERAL MOTORS CORPORATION (6/16/03)	DEUTSCHE BANK AG		B	1/14/2008	USD	Rejected

Entity	Deal Name	Customer Name	Tranche	B/S	Trade Date	Curr Code	Status
LCP1	GENERAL MOTORS CORPORATION (6/16/03)	JP MORGAN		S	7/23/2008	USD	Rejected
LCP1	GENERAL MOTORS CORPORATION (6/16/03)	METROPOLITAN WEST ASSET MGMT		B	4/22/2008	USD	Rejected
LCP1	GENERAL MOTORS CORPORATION (6/16/03)	SOC GEN		B	8/19/2008	USD	Rejected
LCP1	GENERAL MOTORS CORPORATION (6/16/03)	STARK MASTER FUND LTD		B	6/2/2008	USD	Rejected
LCP1	GEORGIA GULF (10/3/06)	KS CAPITAL		S	7/30/2008	USD	Rejected
LCP1	GEORGIA GULF (10/3/06)	ORE HILL PARTNERS LLC		B	7/30/2008	USD	Rejected
LCP1	GEORGIA-PACIFIC CORP (1ST LIEN 12-20-05)	SECURITY BENEFIT LIFE INS CO		B	9/3/2008	USD	Rejected
LCP1	GOODYEAR TIRE & RUBBER 2ND LIEN(4-20-07)	DEUTSCHE BANK AG		B	9/8/2008	USD	Rejected
LCP1	GOODYEAR TIRE & RUBBER 2ND LIEN(4-20-07)	DEUTSCHE BANK AG		B	9/8/2008	USD	Rejected
LCP1	GREEKTOWN HOLDINGS, L.L.C. (Term B Loan)	BASSO CAPITAL MGMT (MASTER)		S	6/3/2008	USD	Rejected
LCP1	GREEKTOWN HOLDINGS, L.L.C. (Term B Loan)	DEUTSCHE BANK AG		B	6/2/2008	USD	Rejected
LCP1	HANGER ORTHOPEDIC, 305MM (05-26-06)	NORTHWOODS CAPITAL V, LIMITED		B	9/2/2008	USD	Rejected
LCP1	HAWAIIAN TELCOM COMMUNICATIONS (5/07) (Tranche C)	OPPENHEIMER FUNDS, INC. (MAST)		S	9/2/2008	USD	Rejected
LCP1	HAWAIIAN TELCOM COMMUNICATIONS (5/07) (Tranche C)	PMCO ALLOCATION A/C		B	9/10/2008	USD	Rejected
LCP1	HUNTSMAN INTL (8/16/05 AMENDED 4/19/07)	LOOMIS, SAYLES & CO (MASTER)		B	8/21/2008	USD	Rejected
LCP1	ICONIX BRAND GROUP, INC.	STANFIELD CAPITAL PARTNERS LLC		B	9/12/2008	USD	Rejected
LCP1	ICONIX BRAND GROUP, INC.	SUNTRUST BANK		B	9/4/2008	USD	Rejected
LCP1	INTERGEN N.V. \$1.5BN 07-31-07	PRUDENTIAL M&G		S	9/5/2008	USD	Rejected
LCP1	LAS VEGAS SANDS, LLC (5/23/07)	ROYAL BANK OF SCOTLAND		B	9/11/2008	USD	Rejected
LCP1	LEAR CORP A&R (4/25/06) (Revolver)	COMMERZBANK AG		S	6/24/2008	USD	Rejected
LCP1	LYONDELBASELL INDUSTRIES, CITI-12/20/07	CLASSIC 1 LOAN FUNDING LLC		B	7/18/2008	USD	Rejected
LCP1	LYONDELBASELL INDUSTRIES, CITI-12/20/07	HARTFORD INVESTMENT MGMT(MAST)		S	6/18/2008	USD	Rejected
LCP1	LYONDELBASELL INDUSTRIES, CITI-12/20/07	ORE HILL PARTNERS LLC		B	8/26/2008	USD	Rejected
LCP1	LYONDELBASELL INDUSTRIES, CITI-12/20/07	TCW ASSET MGMT CO (CA)		B	7/18/2008	USD	Rejected
LCP1	M. FABRIKANT & SONS INC.	ONE EAST CAPITAL ADVISORS(MSTR)		B	4/11/2007	USD	Rejected
LCP1	MACH GEN, LLC 1ST LIEN (2/22/07)	HIGHLAND CAPITAL MGMT LP		B	9/2/2008	USD	Rejected
LCP1	MANITOWOC COMPANY INC. THE (6-10-05)	APALLOOSA INVNTMT LTD (MASTER)		B	9/5/2008	USD	Rejected
LCP1	MARK IV TRANCHE B TERM	CENTRE PACIFIC(MASTER)		B	8/20/2008	USD	Rejected
LCP1	MARK IV TRANCHE B TERM	SUN CAPITAL		S	8/20/2008	USD	Rejected
LCP1	MEG ENERGY CORP. (4/06)	KC CLO II PLC		S	8/14/2008	USD	Rejected
LCP1	MEG ENERGY CORP. (4/06)	PUTNAM INVESTMENTS		B	8/28/2008	USD	Rejected
LCP1	MEG ENERGY CORP. (4/06)	PUTNAM INVESTMENTS		B	8/28/2008	USD	Rejected
LCP1	MIRANT NORTH AMERICA (1/3/06)	ARGENTUM LLC		B	8/11/2008	USD	Rejected
LCP1	MYLAN INC. 12/20/07	HIGHLAND CAPITAL MGMT LP		S	8/7/2008	USD	Rejected
LCP1	MYLAN INC. 12/20/07	MCDONNELL INVEST. MGMT (MASTR)		B	8/11/2008	USD	Rejected
LCP1	MYLAN INC. 12/20/07	OAKTREE CAPITAL MANAGEMENT LP		B	8/7/2008	USD	Rejected
LCP1	MYLAN INC. 12/20/07	STONE TOWER CAPITAL (MASTER)		S	8/29/2008	USD	Rejected
LCP1	NATIONAL CINEMEDIA (2/07)	GOLDMAN SACHS INVMT PTNRS MAS		B	7/10/2008	USD	Rejected
LCP1	NORTHWEST AIRLINES \$1.050BN 08-21-06	NATIONWIDE MUTUAL INSURANCE CO		S	9/11/2008	USD	Rejected
LCP1	NORTHWEST AIRLINES \$1.050BN 08-21-06	SANKATY ADVISORS, INC.		B	7/21/2008	USD	Rejected
LCP1	NORTHWEST AIRLINES \$1.050BN 08-21-06	WAVE MANAGEMENT GROUP		B	8/27/2008	USD	Rejected
LCP1	NRG ENERGY, INC. (2ND A&R 6/8/07)	ABERDEEN ASSET MANAGEMENT		B	9/11/2008	USD	Rejected
LCP1	NTK (NORTEK) HOLDINGS, INC. (PIK)	BANK OF AMERICA		B	7/9/2008	USD	Rejected
LCP1	OWENS ILLINOIS, INC 6-14-06	SECURITY BENEFIT LIFE INS CO		B	1600-01-01	USD	Rejected
LCP1	PINNACLE FOODS FINANCE LLC	R2 TOP HAT, LTD.		B	9/3/2008	USD	Rejected
LCP1	PLASTECH ENGINEERED 1ST LIEN (2/12/07)	KNIGHTSBRIDGE 2007-1 CLO LTD		B	8/15/2008	USD	Rejected
LCP1	QUEBECOR WORLD INC.	AVENUE CAPITAL MGMT II (MSTR)		B	9/10/2008	USD	Rejected
LCP1	QUEBECOR WORLD INC.	BANK OF AMERICA		S	4/22/2008	USD	Rejected
LCP1	QUEBECOR WORLD INC.	BANK OF NOVA SCOTIA		B	5/29/2008	USD	Rejected
LCP1	QUEBECOR WORLD INC.	CITIBANK, N.A. (MASTER)		B	5/6/2008	USD	Rejected
LCP1	QUEBECOR WORLD INC.	CYRUS CAPITAL MANAGEMENT MST		B	5/30/2008	USD	Rejected
LCP1	QUEBECOR WORLD INC.	DDI INVESTMENTS (MASTER)		S	4/7/2008	USD	Rejected
LCP1	QUEBECOR WORLD INC.	RRR LOAN FUNDING TRUST		S	4/30/2008	USD	Rejected
LCP1	RJO HOLDINGS CORP.	WACHOVIA BANK		B	5/28/2008	USD	Rejected
LCP1	SEMCRUDE	STANFIELD CAPITAL PARTNERS LLC		B	6/19/2008	USD	Rejected
LCP1	SEMCRUDE	GOLDMAN SACHS		B	7/1/2008	USD	Rejected
LCP1	SEMCRUDE	ROYAL BANK OF SCOTLAND		B	8/6/2008	USD	Rejected
LCP1	SEMCRUDE	WAYZATA INVESTMENT PTR (MASTER)		S	7/30/2008	USD	Rejected

Entity	Deal Name	Customer Name	Tranche	B/S	Trade Date	Curr Code	Status
LCPI	SPANISH BROADCASTING - FIRST LIEN	4086 ADVISORS		B	9/10/2008	USD	Rejected
LCPI	SPANISH BROADCASTING - FIRST LIEN	PUTNAM INVESTMENTS		B	9/11/2008	USD	Rejected
LCPI	SPANISH BROADCASTING - FIRST LIEN	PUTNAM INVESTMENTS		B	9/11/2008	USD	Rejected
LCPI	SPANISH BROADCASTING - FIRST LIEN	RIDGEWORTH FUNDS SEIX FRHIF		B	9/10/2008	USD	Rejected
LCPI	STATION CASINOS INC	DEUTSCHE BANK AG		B	8/6/2008	USD	Rejected
LCPI	SWIFT TRANSPORTATION (5/10/07)	DEUTSCHE BANK AG		B	7/10/2008	USD	Rejected
LCPI	SWIFT TRANSPORTATION (5/10/07)	LONGACRE MASTER FUND LTD.		S	5/27/2008	USD	Rejected
LCPI	SWIFT TRANSPORTATION (5/10/07)	MILLENNIUM PARTNERS, L.P.		B	6/4/2008	USD	Rejected
LCPI	SWIFT TRANSPORTATION (5/10/07)	MILLENNIUM PARTNERS, L.P.		B	6/5/2008	USD	Rejected
LCPI	SWIFT TRANSPORTATION (5/10/07)	MORGAN STANLEY INVESTMENT MGMT		S	7/21/2008	USD	Rejected
LCPI	SWIFT TRANSPORTATION (5/10/07)	SATELLITE ASSET MGMT(MASTER)		B	7/16/2008	USD	Rejected
LCPI	SWIFT TRANSPORTATION (5/10/07)	SCOGGIN CAPITAL MGMT (MASTER)		S	6/4/2008	USD	Rejected
LCPI	SWIFT TRANSPORTATION (5/10/07)	SCOGGIN CAPITAL MGMT (MASTER)		S	6/4/2008	USD	Rejected
LCPI	TEMBEC INDUSTRIES INC 2/29/08	CHASE		B	6/26/2008	USD	Rejected
LCPI	TEMBEC INDUSTRIES INC 2/29/08	LOGAN FINANCE CLO I LTD.		B	6/11/2008	USD	Rejected
LCPI	TEMBEC INDUSTRIES INC 2/29/08	ORE HILL FUND LP		B	9/11/2008	USD	Rejected
LCPI	TRIBUNE COMPANY (6/04/07) 8 BIL. (tranche B term loan)	1798 RELATIVE VALUE MASTER FD		B	5/9/2008	USD	Rejected
LCPI	TRIBUNE COMPANY (6/04/07) 8 BIL. (tranche B term loan)	BANK OF AMERICA		B	6/5/2008	USD	Rejected
LCPI	TRIBUNE COMPANY (6/04/07) 8 BIL. (tranche B term loan)	BANK OF AMERICA		B	6/5/2008	USD	Rejected
LCPI	TRIBUNE COMPANY (6/04/07) 8 BIL. (tranche B term loan)	BANK OF AMERICA		B	8/12/2008	USD	Rejected
LCPI	TRIBUNE COMPANY (6/04/07) 8 BIL. (tranche B term loan)	DEUTSCHE BANK TRUST CO AMERICA		B	5/15/2008	USD	Rejected
LCPI	TRIBUNE COMPANY (6/04/07) 8 BIL. (tranche B term loan)	GRUSS & CO (MASTER)		B	7/1/2008	USD	Rejected
LCPI	TRIBUNE COMPANY (6/04/07) 8 BIL. (tranche B term loan)	PIMCO ALLOCATION A/C		B	8/14/2008	USD	Rejected
LCPI	U.S. SHIPPING PARTNERS (3RD A&R 8/7/06)	BABSON CLO LTD. 2005-1		B	8/5/2008	USD	Rejected
LCPI	U.S. SHIPPING PARTNERS (3RD A&R 8/7/06)	BABSON CLO LTD. 2005-1		B	8/8/2008	USD	Rejected
LCPI	U.S. SHIPPING PARTNERS (3RD A&R 8/7/06)	BABSON CLO LTD. 2005-1		B	8/21/2008	USD	Rejected
LCPI	U.S. SHIPPING PARTNERS (3RD A&R 8/7/06)	BABSON CLO LTD. 2005-1		B	8/28/2008	USD	Rejected
LCPI	U.S. SHIPPING PARTNERS (3RD A&R 8/7/06)	ING INVESTMENT MGMT GEORGIA		B	9/12/2008	USD	Rejected
LCPI	U.S. SHIPPING PARTNERS (3RD A&R 8/7/06)	PRIMUS CLO I LTD.		B	8/21/2008	USD	Rejected
LCPI	UNITED AIR LINES, INC. A/R 2-02-07	CRESCENT 1, LP		B	9/3/2008	USD	Rejected
LCPI	UNITED AIR LINES, INC. A/R 2-02-07	CRS FUNDS, LTD		B	9/3/2008	USD	Rejected
LCPI	UNITED AIR LINES, INC. A/R 2-02-07	DK ACQUISITION PARTNERS LP		B	9/9/2008	USD	Rejected
LCPI	UNIVISION COMMUNICATION 3-29-2007	CENTERBRIDGE HEDGE		B	9/9/2008	USD	Rejected
LCPI	US AIRWAYS GROUP 03-07	BLACKROCK SR FLOAT RATE PORT		B	8/4/2008	USD	Rejected
LCPI	US AIRWAYS GROUP 03-07	CANDLEWOOD CAPITAL PARTNERS		B	8/5/2008	USD	Rejected
LCPI	US AIRWAYS GROUP 03-07	DURHAM ACQUISITION CO. LLC		S	9/10/2008	USD	Rejected
LCPI	US AIRWAYS GROUP 03-07	CREDIT SUISSE CAR/BLT 39		S	9/10/2008	USD	Rejected
LCPI	USI HOLDINGS CORP. (5/4/07)	ING INVESTMENT MGMT CLO I, LTD		B	9/8/2008	USD	Rejected
LCPI	VENOCO 2ND A&R (5/7/07-CS)	ING INVESTMENT MGMT CLO I, LTD		B	9/8/2008	USD	Rejected
LCPI	VENOCO 2ND A&R (5/7/07-CS)	ING INVESTMENT MGMT CLO I, LTD		B	9/15/2008	USD	Rejected
LCPI	VENTAS REALTY, LTD PTRSHIP A&R 4/26/06	GOLDENTREE ASSET MANAGEMENT		S	9/15/2008	USD	Rejected
LCPI	VERINT SYSTEMS, INC.	CARLYLE LOAN INVESTMENT LTD		B	9/11/2008	USD	Rejected
LCPI	VEVANCE TECHNOLOGIES, INC. (1ST LIEN)	GOLDMAN SACHS CREDIT PARTNER		B	9/12/2008	USD	Rejected
LCPI	VISTEON 6 13.06	GOLDMAN SACHS CREDIT PARTNER		B	9/12/2008	USD	Rejected
LCPI	VISTEON 6 13.06	SANDELMAN PARTNERS LP		B	9/12/2008	USD	Rejected
LCPI	VLM (VENETIAN MACAU LIMITED) 5/25/06	GOLDMAN SACHS CREDIT PARTNER		B	7/31/2008	USD	Rejected
LCPI	VLM (VENETIAN MACAU LIMITED) 5/25/06	GOLDMAN SACHS CREDIT PARTNER		B	8/13/2008	USD	Rejected
LCPI	VLM (VENETIAN MACAU LIMITED) 5/25/06 (7 YR Term B Funded Project)	HILLMARK FUNDING LTD		B	8/20/2008	USD	Rejected
LCPI	VLM (VENETIAN MACAU LIMITED) 5/25/06 (7 YR Term B Funded Project)	IVY HIGH INCOME FUND		B	7/15/2008	USD	Rejected
LCPI	WESCO AIRCRAFT HARDWARE CORP 1ST LIEN	PUTNAM INVESTMENTS		B	8/28/2008	USD	Rejected
LCPI	WEST CORPORATION	LANDMARK II CDO LIMITED		B	9/9/2008	USD	Rejected
LCPI	WEST CORPORATION	LANDMARK VII CDO LTD		S	9/9/2008	USD	Rejected
LCPI	WIMAR LANDCO, LLC [01/03/2007]	CREDIT SUISSE ASSET MGMT(MAST)		B	6/30/2008	USD	Rejected
LCPI	WIMAR LANDCO, LLC [01/03/2007]	H/2 CAPITAL PARTNERS (MASTER)		B	5/12/2008	USD	Rejected
LCPI	WIMAR LANDCO, LLC [01/03/2007]	HARBERT DISTRESSED INVESTMENT		S	8/28/2008	USD	Rejected
LCPI	WIMAR LANDCO, LLC [01/03/2007]	LONGACRE MASTER FUND LTD		B	4/18/2008	USD	Rejected
LCPI	WIMAR LANDCO, LLC [01/03/2007]	SILVER LAKE FINANCIAL MGMT(MST)		B	8/26/2008	USD	Rejected
LCPI	WIMAR OPCO (TROPICANA ENTERTAINMENT)	ANGELO GORDON (MASTER)		B	6/25/2008	USD	Rejected
LCPI	WIMAR OPCO (TROPICANA ENTERTAINMENT)	CREDIT SUISSE ASSET MGMT(MAST)		B	8/27/2008	USD	Rejected
LCPI	WIMAR OPCO (TROPICANA ENTERTAINMENT)	EVERGREEN INVESTMENTS (MSTR)		S	7/22/2008	USD	Rejected
LCPI	WIMAR OPCO (TROPICANA ENTERTAINMENT)	HIGHLAND CAPITAL MGMT LP		B	8/27/2008	USD	Rejected
LCPI	WIMAR OPCO (TROPICANA ENTERTAINMENT)	HIGHLAND CAPITAL MGMT LP		B	8/28/2008	USD	Rejected

Entity	Deal Name	Customer Name	Tranche	B/S	Trade Date	Curr Code	Status
LOPI	WIMAR OPCO (TROPICANA ENTERTAINMENT)	P. SCHOENFELD ASSET MGMT LLC		B	8/8/2008	USD	Rejected
LOPI	WIMAR OPCO (TROPICANA ENTERTAINMENT)	P. SCHOENFELD ASSET MGMT		B	8/8/2008	USD	Rejected
LOPI	WIMAR OPCO (TROPICANA ENTERTAINMENT)	R3 CAPITAL MANAGEMENT, LP		B	7/22/2008	USD	Rejected
LOPI	WIMAR OPCO (TROPICANA ENTERTAINMENT)	R3 CAPITAL MANAGEMENT, LP		B	8/22/2008	USD	Rejected
LOPI	WIMAR OPCO (TROPICANA ENTERTAINMENT)	WHIPPOORWILL DISTSD OP/PORT FD		B	9/3/2008	USD	Rejected
LOPI	WOLF HOLLOW LLP 1ST LIEN	GREENWICH INTERNATIONAL, LTD.		B	5/9/2008	USD	Rejected
LOPI	WGR GRACE & CO. -CONN.	CITIGROUP GLOBAL MARKETS, INC.		B	7/17/2008	USD	Rejected
LOPI	WGR GRACE & CO. -CONN.	CITIGROUP GLOBAL MARKETS, INC.		B	7/29/2008	USD	Rejected
LOPI	WGR GRACE & CO. -CONN.	CITIGROUP GLOBAL MARKETS, INC.		B	8/15/2008	USD	Rejected
LOPI	WGR GRACE & CO. -CONN.	GOLDENTREE CAP SOL. OFFSHORE		B	4/23/2008	USD	Rejected
LOPI	WGR GRACE & CO. -CONN.	GOLDENTREE CAP. SOLUTIONS FUND		B	4/23/2008	USD	Rejected
LOPI	WGR GRACE & CO. -CONN.	ORE HILL PARTNERS LLC		B	7/8/2008	USD	Rejected
LOPI	YANKEE CANDLE COMPANY 2-07	RIVERSOURCE BD SERIES- RFLRTD		B	9/11/2008	USD	Rejected
LOPI	ALPHA III (NOV06)	CAJA MADRID	A2	B	6/19/2008	USD	Rejected
LOPI	ALPHA III (NOV06)	OAKTREE CAPITAL MANAGEMENT	A1	B	8/6/2008	USD	Rejected
LOPI	ALPHA III (NOV06)	OAKTREE CAPITAL MANAGEMENT	A2	B	8/6/2008	USD	Rejected
LOPI	ALPHA III (NOV06)	AIB INTERNATIONAL FINANCE	B	B	9/5/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	AIB INTERNATIONAL FINANCE	C	B	9/5/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	BANK OF AMERICA	D	B	9/5/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	BANK OF AMERICA	D	B	9/4/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	BANK OF AMERICA	KAB B	S	7/17/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	BANK OF AMERICA	KAB C	S	7/17/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	BANK OF AMERICA	REVOLVER	B	8/28/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	BANK OF AMERICA SECURITIES UK	B	B	7/31/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	BANK OF AMERICA SECURITIES UK	C	B	7/31/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	PIMCO ALLOCATION AC	B USD	S	8/21/2008	USD	Rejected
LOPI	ALPHA III (NOV06)	PIMCO ALLOCATION AC	C USD	S	8/21/2008	USD	Rejected
LOPI	ALPHA III (NOV06)	YORK CAPITAL MANAGEMENT, LP	CAPEX	S	9/11/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	YORK CAPITAL MANAGEMENT, LP	REVOLVING	S	9/11/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	PRAMERICA	A1	B	9/2/2008	GBP	Rejected
LOPI	ALPHA III (NOV06)	PRAMERICA	A2	B	9/2/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	PRAMERICA	B1	B	9/2/2008	GBP	Rejected
LOPI	ALPHA III (NOV06)	PRAMERICA	B2	B	9/2/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	CITIBANK N.A. (MASTER)	B10	B	9/5/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	CITIBANK N.A. (MASTER)	B9	B	9/5/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	CITIBANK N.A. (MASTER)	A	B	8/19/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	CITIBANK N.A. (MASTER)	A	B	7/15/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	GOLDMAN SACHS	PIK	B	7/23/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	ROYAL BANK OF SCOTLAND	PIK	B	9/3/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	ROYAL BANK OF SCOTLAND	PIK	B	9/1/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	BANK OF AMERICA	B1	B	8/11/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	BANK OF AMERICA	C1	B	8/11/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	BANK OF AMERICA	A1	S	8/29/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	BARBON CAPITAL	B	B	12/19/2007	EUR	Rejected
LOPI	ALPHA III (NOV06)	BLUEBAY EUROPEAN CREDIT OPFS	B1	S	7/2/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	COMMERCIALBANK AG	B1	S	6/9/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	MORGAN STANLEY	B1	B	8/29/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	ROYAL BANK OF SCOTLAND	B2	B	8/29/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	ROYAL BANK OF SCOTLAND	B3	B	8/29/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	ROYAL BANK OF SCOTLAND	D	B	6/17/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	3V CAPITAL MGMT. LLC	B1	B	6/25/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	DEUTSCHE BANK AG	C1	B	6/25/2008	EUR	Rejected
LOPI	ALPHA III (NOV06)	DEUTSCHE BANK AG	B6	B	8/7/2008	GBP	Rejected
LOPI	ALPHA III (NOV06)	DRESNER BANK AG LONDON BRANCH	C	B	1/31/2008	USD	Rejected
LOPI	ALPHA III (NOV06)	CITIBANK N.A. (MASTER)	B2 USD	B	8/7/2008	USD	Rejected
LOPI	ALPHA III (NOV06)	CITIBANK N.A. (MASTER)	C2 USD	B	8/7/2008	USD	Rejected
LOPI	ALPHA III (NOV06)	DRESNER	A	B	8/27/2008	USD	Rejected
LOPI	ALPHA III (NOV06)	MERRILL LYNCH INTERNATIONAL	A	B	7/23/2008	USD	Rejected
LOPI	ALPHA III (NOV06)	MORGAN STANLEY	A	B	5/6/2008	USD	Rejected
LOPI	ALPHA III (NOV06)	MORGAN STANLEY	A	B	5/8/2008	USD	Rejected

Entity	Deal Name	Customer Name	Tranche	BIS	Trade Date	CurrCode	Status
LCPJUK NYCOMED HOLDING AS		MORGAN STANLEY	A	B	8/26/2008	USD	Rejected
LCPJUK NYCOMED HOLDING AS		MORGAN STANLEY	A	B	6/4/2008	USD	Rejected
LCPJUK NYCOMED HOLDING AS		MORGAN STANLEY BK INTL LTD	A	B	5/21/2008	USD	Rejected
LCPJUK NYCOMED HOLDING AS		ROYAL BANK OF SCOTLAND	B1	B	8/28/2008	USD	Rejected
LCPJUK NYCOMED HOLDING AS		ROYAL BANK OF SCOTLAND	B1	B	4/2/2008	EUR	Rejected
LCPJUK PROSIEBEN (26JUN07) OPO		R3 CAPITAL MANAGEMENT, LP	C1	B	4/2/2008	EUR	Rejected
LCPJUK PROSIEBEN (26JUN07) OPO		SCOGGIN CAPITAL MGMT (MASTER)	C2	B	9/4/2008	EUR	Rejected
LCPJUK PROSIEBEN (26JUN07) OPO		SCOGGIN CAPITAL MGMT (MASTER)	C2	B	4/29/2008	EUR	Rejected
LCPJUK TYROL ACQUISITION 2 SAS		GOLDMAN SACHS	B	B	4/29/2008	EUR	Rejected
LCPJUK TYROL ACQUISITION 2 SAS		GOLDMAN SACHS	B	B	6/23/2008	EUR	Rejected
LCPJUK TYROL ACQUISITION 2 SAS		GOLDMAN SACHS	C	B	6/23/2008	EUR	Rejected
LCPJUK WDAG INTERMEDIATE (2007) NDLT (PIK)		GOCH ZIFF (MASTER)	PIK	B	7/2/2008	EUR	Rejected
LCPJUK WDAG INTERMEDIATE (2007) NDLT (PIK)		GOCH ZIFF (MASTER)	PIK	B	6/23/2008	EUR	Rejected
LCPJUK YELL GROUP PLC		BANK OF AMERICA	B2	B	7/23/2008	EUR	Rejected

**EXHIBIT C**

**AMENDED TRADES**

LCPI & LCPI UK  
Assumed with Modification

Entity	Deal Name	Customer Name	Tranche	B/S	TradeDate	CurrCode	Status
LCPI	ARIBIBOWATER INC. 04-01-08	ANGELO GORDON (MASTER)		B	9/9/2008	USD	Assumed with Modification
LCPI	BUGRUS INTERNATIONAL, INC. 5/07	DEUTSCHE BANK AG LONDON		B	8/14/2008	EUR	Assumed with Modification
LCPI	BUFFETS INC. (11/07/06)	SATELLITE ASSET MGMT(MASTER)		B	4/1/2008	USD	Assumed with Modification
LCPI	BUFFETS INC. (11/07/06)	SATELLITE ASSET MGMT(MASTER)		B	4/7/2008	USD	Assumed with Modification
LCPI	BUFFETS INC. (11/07/06)	SATELLITE ASSET MGMT(MASTER)		B	4/24/2008	USD	Assumed with Modification
LCPI	BUFFETS INC. (11/07/06)	SATELLITE ASSET MGMT(MASTER)		B	4/30/2008	USD	Assumed with Modification
LCPI	CEQUEL COMM (CEBRIDGE) 2ND LIEN PIK	DEUTSCHE BANK AG		B	8/13/2008	USD	Assumed with Modification
LCPI	CEQUEL COMM (CEBRIDGE) 2ND LIEN PIK	DEUTSCHE BANK AG		B	8/13/2008	USD	Assumed with Modification
LCPI	COLLINS & AKMAN PRODUCTS CO	JP MORGAN CHASE BANK NA		S	9/13/2007	USD	Assumed with Modification
LCPI	CONSOLIDATED CONTAINER HLDGS 1ST LIEN	ROYAL BANK OF CANADA		B	9/9/2008	USD	Assumed with Modification
LCPI	FIRST DATA CORP (9/24/07-CS)	CITIBANK, N.A. (MASTER)		S	9/8/2008	USD	Assumed with Modification
LCPI	GENERAL MOTORS CORPORATION (6/16/03)	COMMERZBANK AG		B	6/11/2008	USD	Assumed with Modification
LCPI	GENERAL MOTORS CORPORATION (6/16/03)	COMMERZBANK AG		B	5/30/2008	USD	Assumed with Modification
LCPI	GREEKTOWN HOLDINGS, L.L.C.	WACHOVIA BANK		B	6/3/2008	USD	Assumed with Modification
LCPI	GREEKTOWN HOLDINGS, L.L.C. (Term B Loan)	WACHOVIA BANK		B	6/3/2008	USD	Assumed with Modification
LCPI	HAWAIIAN TELCOM COMMUNICATIONS (5/07) (Tranche C)	OCTAGON CREDIT INVESTORS(MSTR)		B	8/18/2008	USD	Assumed with Modification
LCPI	HAWAIIAN TELCOM COMMUNICATIONS (5/07) (Tranche C)	OCTAGON CREDIT INVESTORS(MSTR)		B	8/19/2008	USD	Assumed with Modification
LCPI	HAWAIIAN TELCOM COMMUNICATIONS (5/07) (Tranche C)	MERRILL LYNCH BANK USA		B	8/14/2008	USD	Assumed with Modification
LCPI	HAWAIIAN TELCOM COMMUNICATIONS (5/07) (Tranche C)	CARLYLE GROUP (MASTER)		B	9/4/2008	USD	Assumed with Modification
LCPI	HAWAIIAN TELCOM COMMUNICATIONS (5/07) (Tranche C)	TENNENBAUM CAPITAL (MASTER)		B	8/18/2008	USD	Assumed with Modification
LCPI	HAWAIIAN TELCOM COMMUNICATIONS (5/07) (Tranche C)	TENNENBAUM CAPITAL (MASTER)		B	8/19/2008	USD	Assumed with Modification
LCPI	HAWAIIAN TELCOM COMMUNICATIONS (5/07) (Tranche C)	BIRGADE CAPITAL MGMT (MASTER)		B	9/8/2008	USD	Assumed with Modification
LCPI	HAWAIIAN TELCOM COMMUNICATIONS (5/07) (Tranche C)	MARATHON MASTER FUND		B	6/3/2008	USD	Assumed with Modification
LCPI	HAWAIIAN TELCOM COMMUNICATIONS (5/07) (Tranche C)	CREDIT SUISSE LOAN FUNDING LLC		B	8/26/2008	USD	Assumed with Modification
LCPI	HEXION CHEMICALS A&R 05/05/2006	HIGHLAND CAPITAL MGMT LP		B	8/13/2008	USD	Assumed with Modification
LCPI	HEXION CHEMICALS A&R 05/05/2006	BLUEMOUNTAIN CAPITAL (MASTER)		B	9/4/2008	USD	Assumed with Modification
LCPI	KYLE ACQUISITION	DORCHESTER CBNA LOAN FUNDING		B	6/3/2008	USD	Assumed with Modification
LCPI	LEAR CORP A&R (4/25/06) (Revolver)	CHASE		B	3/6/2008	USD	Assumed with Modification
LCPI	LYONDELBASELL INDUSTRIES, CITI-12/20/07	ORE HILL PARTNERS LLC		B	7/18/2008	USD	Assumed with Modification
LCPI	NATIONAL CINEMEDIA (2/07)	HIGHLAND CAPITAL MGMT LP		S	9/9/2008	USD	Assumed with Modification
LCPI	NEFF CORP 2ND LIEN (6/31/07)	GOLDMAN SACHS INVTMT PTNRS MAS		B	8/13/2008	USD	Assumed with Modification
LCPI	NORTHWEST AIRLINES \$1.050BN 08-21-06	NATIONWIDE MUTUAL INSURANCE CO		B	9/11/2008	USD	Assumed with Modification
LCPI	NORTHWEST AIRLINES \$1.050BN 08-21-06	Courage Capital Mgmt		B	9/11/2008	USD	Assumed with Modification
LCPI	PENN NATL GAMING, INC. 10/03/05	CHASE		B	7/3/2008	USD	Assumed with Modification
LCPI	PENN NATL GAMING, INC. 10/03/05	CHASE		B	7/3/2008	USD	Assumed with Modification
LCPI	PQ CORPORATION 1ST LIEN A&R (7/2/08)	JP MORGAN WHITEFIARS INC.		B	9/11/2008	USD	Assumed with Modification
LCPI	SPRIEL, INC.	STRATEGIC VALUE PRTRN (MASTER)		B	8/14/2008	USD	Assumed with Modification
LCPI	SWIFT TRANSPORTATION (5/10/07)	GOLDMAN SACHS CREDIT PARTNER		B	7/24/2008	USD	Assumed with Modification
LCPI	SWIFT TRANSPORTATION (5/10/07)	GOLDMAN SACHS INVTMT PTNRS MAS		B	7/10/2008	USD	Assumed with Modification
LCPI	SWIFT TRANSPORTATION (5/10/07)	DE SHAW LAMINAR PORTFOLIOS		B	9/3/2008	USD	Assumed with Modification
LCPI	SWIFT TRANSPORTATION (5/10/07)	LOEB PARTNERS		B	6/5/2008	USD	Assumed with Modification
LCPI	SWIFT TRANSPORTATION (5/10/07)	SCOGGIN CAPITAL MGMT (MASTER)		B	6/6/2008	USD	Assumed with Modification
LCPI	SWIFT TRANSPORTATION (5/10/07)	SCOGGIN CAPITAL MGMT (MASTER)		B	6/6/2008	USD	Assumed with Modification
LCPI	TARGUS GROUP INTERNATIONAL, INC.	HARTFORD INVESTMENT MGMT(MAST)		B	8/19/2008	USD	Assumed with Modification
LCPI	US AIRWAYS GROUP 03-07	CANDLEWOOD CAPITAL PARTNERS		B	8/5/2008	USD	Assumed with Modification
LCPI	VISTEON 6.13.06	FEINGOLD OKEEFFE CAPITAL, LP		B	6/20/2008	USD	Assumed with Modification
LCPI	WMAR OPOCO (TROPICANA ENTERTAINMENT)	R3 CAPITAL MANAGEMENT, LP		B	7/10/2008	USD	Assumed with Modification
LCPI	WMAR OPOCO (TROPICANA ENTERTAINMENT)	R3 CAPITAL MANAGEMENT, LP		B	8/27/2008	USD	Assumed with Modification
LCPI	WR GRACE & CO. -CONN	ORE HILL PARTNERS LLC		B	7/9/2008	USD	Assumed with Modification
LCPIUK	ALPHA III (NOV06)	BARCLAYS		B1	8/26/2008	USD	Assumed with Modification
LCPIUK	ALPHA III (NOV06)	BARCLAYS		B2	8/26/2008	USD	Assumed with Modification
LCPIUK	ALPHA III (NOV06)	CREDIT SUISSE		B1	7/7/2008	USD	Assumed with Modification
LCPIUK	ALPHA III (NOV06)	CREDIT SUISSE		B2	7/7/2008	USD	Assumed with Modification

Entity	Deal Name	Customer Name	Tranche	B/S	Trade Date	CurrCode	Status
LCPIUK ALPHA III (NOV06)		KINGS CROSS ASSET FUNDING 2	A1	B	7/15/2008	USD	Assumed with Modification
LCPIUK ALPHA III (NOV06)		KINGS CROSS ASSET FUNDING 2	A2	B	7/15/2008	USD	Assumed with Modification
LCPIUK ALPHA III (NOV06)		BARCLAYS	D	B	8/21/2008	USD	Assumed with Modification
LCPIUK BCM IRELAND HOLDINGS LIMITED		POLYGON	D	B	9/4/2008	EUR	Assumed with Modification
LCPIUK GALA (OCT 05)		CITADEL	A	S	2/6/2008	GBP	Assumed with Modification
LCPIUK INEOS GROUP LIMITED		GOLDMAN SACHS	B1	B	7/4/2008	EUR	Assumed with Modification
LCPIUK INEOS GROUP LIMITED		GOLDMAN SACHS	C1	B	7/4/2008	EUR	Assumed with Modification
LCPIUK LAVENA SENIOR (2 MAR 07) PROSIEBENHOLDCO		GOLDMAN SACHS	B1	B	8/12/2008	EUR	Assumed with Modification
LCPIUK LAVENA SENIOR (2 MAR 07) PROSIEBENHOLDCO		GOLDMAN SACHS	C1	B	8/12/2008	EUR	Assumed with Modification
LCPIUK NTL CABLE PLC		MARATHON ASSET MANAGEMENT, LLC	B1	B	4/1/2008	GBP	Assumed with Modification
LCPIUK NTL CABLE PLC		MARATHON ASSET MANAGEMENT, LLC	B2	B	4/1/2008	GBP	Assumed with Modification
LCPIUK NTL CABLE PLC		MARATHON ASSET MANAGEMENT, LLC	B5	B	4/1/2008	GBP	Assumed with Modification
LCPIUK NTL CABLE PLC		MARATHON ASSET MANAGEMENT, LLC	B6	B	4/1/2008	GBP	Assumed with Modification
LCPIUK NYCOMED HOLDING AS		CENTAURUS CAPITAL UK	B1	B	8/1/2008	EUR	Assumed with Modification
LCPIUK NYCOMED HOLDING AS		CENTAURUS CAPITAL UK	C1	B	8/1/2008	EUR	Assumed with Modification
LCPIUK PERTUS SECHZEHNTE GMBH (MAUSER)		APOLLO INVESTMENT	B1	B	7/31/2008	EUR	Assumed with Modification
LCPIUK PERTUS SECHZEHNTE GMBH (MAUSER)		APOLLO INVESTMENT	B2	B	7/31/2008	USD	Assumed with Modification
LCPIUK PERTUS SECHZEHNTE GMBH (MAUSER)		APOLLO INVESTMENT	C1	B	7/31/2008	EUR	Assumed with Modification
LCPIUK PERTUS SECHZEHNTE GMBH (MAUSER)		APOLLO INVESTMENT	C2	B	7/31/2008	USD	Assumed with Modification
LCPIUK WIND PIK FACILITY		CENTAURUS CAPITAL UK	PIK	B	9/1/2008	USD	Assumed with Modification
LCPIUK WIND PIK FACILITY		CENTAURUS CAPITAL UK	PIK	B	9/5/2008	EUR	Assumed with Modification
LCPIUK WIND PIK FACILITY		CITADEL	PIK	B	8/27/2008	EUR	Assumed with Modification
LCPIUK WIND PIK FACILITY		TISBURY CAPITAL	PIK	B	8/29/2008	EUR	Assumed with Modification
LCPIUK WIND PIK FACILITY		TISBURY CAPITAL	PIK	B	9/2/2008	EUR	Assumed with Modification

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and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
Debtors.	: (Jointly Administered)
	:
	:
-----X	

**ORDER PURSUANT TO SECTION 365 OF THE BANKRUPTCY CODE  
APPROVING THE ASSUMPTION  
OR REJECTION OF OPEN TRADE CONFIRMATIONS**

Upon the motion, dated November 14, 2008 (the “Motion”), of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtor, Lehman Commercial Paper Inc. (“LCPI”), as debtors and debtors in possession (together, the “Debtors”), pursuant to section 365(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 6006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 6006-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”) for entry of an order approving the Debtors’ assumption of the Assumed Trades,<sup>1</sup> rejection the Rejected Trades, and modification and assumption of the Amended Trades, all as more fully described in the Motion;

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<sup>1</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the order entered September 22, 2008 governing case management and administrative procedures [Docket No. 285] to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) all parties who have requested notice in these chapter 11 cases; and (vii) all Counterparties; and it appearing that no other or further notice need be provided; and a hearing (the "Hearing") having been held to consider the relief requested in the Motion; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED, pursuant to section 365(a) of the Bankruptcy Code, that the Debtors' assumption of the Assumed Trades set forth on Exhibit A annexed hereto is hereby approved; and it is further

ORDERED, pursuant to section 365(a) of the Bankruptcy Code, that the Debtors' rejection of the Rejected Trades set forth on Exhibit B annexed hereto is hereby approved, with such rejection *nunc pro tunc* to the date of the Motion; and it is further

ORDERED, pursuant to section 365(a) of the Bankruptcy Code, that the Debtors are authorized to enter into agreements to modify the Amended Trades set forth on Exhibit C annexed hereto and that assumption of the Amended Trades as modified is hereby approved; and it is further

ORDERED that the Debtors are not required to pay any cure costs to any Counterparty to an Assumed Trade or an Amended Trade; and it is further

ORDERED that the Debtors have demonstrated adequate assurance of future performance of the Assumed Trades and the Amended Trades; and it is further

ORDERED that no Counterparty shall be entitled to assert or take any action to exercise a right to set off any prepetition claim that it might have against either Debtor, including, without limitation, claims for damages arising from the rejection of a Rejected Trade, against any obligation payable to the applicable Debtor under any Assumed Trade or Amended Trade; and it is further

ORDERED that the Debtors are authorized to execute and deliver all instruments and documents, and take such other actions as may be necessary or appropriate to implement and effectuate the assumption, rejection or modification of Open Trade Confirmations as provided in this Order; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and that the requirements of Bankruptcy Rule 6006(a) and Local Rule 6006-1 are satisfied; and it is further

ORDERED that this Court retains jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: December , 2008  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE